


Applicant/Licensee Information

1) First Name (if individual):	MI: 1	Last Name:	Suffix:
2) Applicant Name (if entity): SacoRiver Acquisition Corporation		3) Applicant TIN: 	


Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None			

RECEIVED
JUN 1 2001
Licensing & Technical
Analysis Branch

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI:	Last Name: Mendenhall	Suffix:
Title: Vice President - Finance, Treasurer, Secretary of Country Road Communications, Inc			
Signature: 			Date: 5/29/01

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

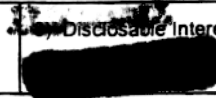
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (US Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 603).

053161

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
see instructions for
publicburdenestimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable interest Holder's Name (if entity): Pine Tree Holdings, Inc.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 35 Airport Road, Suite 120, Morristown. NJ 07960			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n). (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list): All issued and outstanding stock		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary)	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Exhibit 1			

Pine Tree Holdings, Inc. Schedule A


Related FCC Regulated Businesses of Pine Tree Holdings, Inc.

11a) Name and address of all FCC Regulated Businesses owned by Country Road Communications:	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Pine Tree Telephone & Telegraph Co. P.O. Box 300 15 Shaker Road Gray, ME 04039	Rural local exchange telephone company	[REDACTED]	100%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by CMB
3060 -0799
see instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI.	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Country Road Communications, Inc.		3) Disclosable Interest Holder's TIN. 	
4) Disclosable Interest Holder's Address: 35 Airport Road, Suite 120, Morristown, NJ 07960			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Hdder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): All issued and outstanding stock		9) Disclosable Interest Holders Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest hdder is an indirect owner, list path of ownership from indirect owner to the applicant): Country Road Communications, Inc. owns 100% of Pine Tree Boldings, Inc. which will own 100% of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Exhibit 2	---		

Country Road Communications, Inc. Schedule A

Related FCC Regulated Businesses of Country Road Communications, Inc


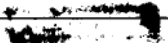
Country Road Communications, Inc. owns 100% of CRC Communications, Inc. which owns 100% of:

11a) Name and address of all FCC Regulated Businesses owned by Country Road Communications:	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
CRC Communications of Maine, Inc. d/b/a Pine Tree Networks 35 Airport Road Suite 120 Morristown, NJ 07960	CLEC and IXC	[REDACTED]	100%

Country Road Communications, Inc. owns 100% of Pine Tree Holdings, Inc., which owns 100% of

11a) Name and address of all FCC Regulated Businesses owned by Country Road Communications:	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Pine Tree Telephone & Telegraph Co. P.O. Box 300 15 Shaker Road Gray, ME 04039	Rural local exchange telephone company	[REDACTED]	100%

Country Road Communications, Inc. owns 100% of War Holdings, Inc., which owns 100% of:

11a) Name and address of all FCC Regulated Businesses owned by Country Road Communications:	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
War Acquisition Corp., d/b/a War Telephone Co. 145 High Street War, WV 24892	Rural local exchange telephone company	 	100%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Prudential Insurance Company of America		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: [REDACTED]			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: See Exhibit 3	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): P, non-voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 3			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Exhibit 3			

Prudential Insurance Company of America Schedule A

Response to Question 7: The Prudential Insurance Company of America (“Prudential”) holds, in the aggregate, an 86.5% convertible nonvoting equity interest in Country Road Communications, Inc. (“Country Road”). Prudential has the right to designate one member of Country Road’s three member board of directors and to approve certain significant corporate acts, including the employment of senior executives of Country Road and the adoption of the annual business plan. Prudential holds its interest in Country Road through shares held in Prudential’s name, shares held by Prudential’s indirect wholly-owned subsidiary, Prudential Securities Incorporated, and through two investment funds that are also affiliates of Prudential. All of the ownership interests of Prudential and its affiliates have been aggregated for purposes of responding to this form.

Response to Question 10: Prudential holds a direct interest in Country Road which wholly-owns Pine Tree Holdings, Inc. which will wholly-own the Applicant, Saco River Acquisition Corporation.

Response to Question 1 la: Prudential is a mutual insurance company (i.e., owned by its policyholders) with affiliates engaged in a variety of services including primarily insurance, brokerage, investment services, banking and real estate. Across these businesses, Prudential and its affiliates collectively manage and/or administer assets worth nearly \$600 billion.

Unsurprisingly, Prudential and its affiliates make and manage investments on a very broad, diversified basis. These investments include telecommunications and media companies plainly subject to regulation by the FCC, as well as companies with principal businesses outside the telecommunications and media industry but which nonetheless have FCC licenses or are otherwise in some tangential respect subject to regulation by the FCC. These companies may be either publicly traded or privately held.

Prudential has undertaken reasonable efforts to ensure compliance with FCC rules. First, it has established a policy for both itself and its affiliates of not acquiring interests that would be deemed under FCC rules to be “attributable” unless a special exception to this internal policy has been approved. Second, as an additional precaution, Prudential regularly tracks its investments in both public and private media companies known to be engaged in communications activities where Prudential’s interest (and those of its affiliates, in the aggregate) exceed a 3% level. Given the broad range of FCC attribution rules that address both ownership and positional interests, the limited availability of information about every line of business of every company in which Prudential or its affiliates might have some limited interest that might be subject to regulation by the FCC, and the daily changes to the relevant information, it is impossible to obtain absolute certainty in this area.

Using the regularly kept information described above, the chart below identifies the FCC regulated companies in which Prudential has a 10% or greater equity investment. As indicated, the information has been aggregated for Prudential and all of its affiliates (i.e., not only those affiliates holding an interest in Country Road). Note also that the chart tracks investments by the class or series of stock held. Thus, the chart reports the companies in which Prudential has investments that account for 10% or more of any class or series of stock of the company

identified. To the extent that the companies identified on the chart have other classes or series of equity securities, the information set forth in the chart will overstate the percentage of Prudential's equity investment.

11a) Name and address of FCC Regulated Businesses owned by Prudential:	11b) Principal Business:	11c) TIN:	Security Description	11d) Percent of Interest Held
Adelp hia Communication 1 North Main Street Coudersport, PA 16915	Telecommunications company with cable television and local telephone operations	See response below.	Non-Voting - Preferred Stock, Exchangeable Series B 13%	1.71%
Paxon Communications 60 1 Clearwater Pk Rd., West Palm Beach, FL 33401	Network television broadcasting company	See response below.	Non-Voting - Junior Exchangeable Preferred Stock 13.25%	13.11%
Primedia 745 Fifth Ave New York NY 10151	Targeted media company providing highly specialized information in the consumer, business- to-business and education markets	See response below.	Non-Voting - Preferred Stock. Exchangeable Series D \$10.00	I 1.01%

Response to Question 1 1c: Prudential does not have access to the Taxpayer Identification Numbers of the FCC regulated entities reported above.

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Harry	MI: S.	Last Name: Bennett	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 35 Airport Road, Suite 120, Morristown, NJ 07960			
5) Type of Interest in Applicant (I, O, R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: See Exhibit 4
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C, voting; P, non-voting		9) Disclosable interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from Indirect owner to the applicant): See Exhibit 4			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held.
None			

Harry S. Bennett Schedule A

Exhibit

Response to Question 7: Mr. Bennett holds 48.4% of the voting, common stock of Country Road Communications, Inc. (“Country Road”). He also holds certain non-voting shares of stock which, together with the voting shares, amounts to an aggregate ownership interest of 8.1% of the outstanding equity of Country Road.

Response to Question 10: Mr. Bennett **holds** a direct interest in Country Road which **wholly-**owns Pine Tree Holdings, Inc. which will wholly-own the Applicant, **Saco** River Acquisition Corporation.

Schedule for Disclosable interest Holders

Disclosable Interest Holder Information (complete **as many as** required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Jane	MI: 	Last Name: Medlin	suffix:
2) Disclosable Interest Holder's Name (if entity): 		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 35 Airport Road, Suite 120, Morristown, NJ 07960			
5) Type of Interest in Applicant (I) O (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: See Exhibit 5
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C, voting; P, non-voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 5			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

Jane Medlin Schedule A

Exhibit

Response to Question 7: Jane Medlin holds 34.5% of the voting, common stock of Country Road Communications, Inc. (“Country Road”). Ms. Medlin also holds certain non-voting stock which, together with the voting shares, amounts to an aggregate ownership interest of 3.6% of the outstanding equity of Country Road.

Response to Question 10: Ms. Medlin holds a direct interest in Country Road which **wholly-**owns Pine Tree Holdings, Inc. which will wholly-own the Applicant, **Saco** River Acquisition Corporation.

Schedule for Disclosable Interest Holders

~~Disclosable~~ Interest Holder Information (complete as ~~many~~ as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Thomas	MI:	Last Name: Mendenhall	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 35 Airport Road, Suite 120, Morristown, NJ 07960			
5) Type of Interest in Applicant (I, O) (refer to instructions for list)	6) Disclosable interest Holder is a(n): (I) (refer to instructions for list of codes)		7) Percent of Interest Held in Applicant: See Exhibit 6
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): c, voting; P, non-voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 6			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			